

LAW OFFICES OF RICHARD A. FOGEL, PLLC
2730 STEMMONS FREEWAY
SUITE 813
DALLAS, TEXAS 75207
(214)267-9110
(214)267-9115 FAX

March 15, 2001

RECORDATION NO. 18075-44 FILED
MAR 19 '01 10-22 AM
SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20036
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 10, Eleventh Supplement)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Eleventh Supplement to Equipment Trust Agreement, a primary document, dated as of March 13, 2001, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated March 13, 2001, between the Company ("Assignor") and the Bank, as Trustee ("Assignee"); and
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 13, 2001, between the Company ("Seller") and the Bank, as Trustee ("Buyer").
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 13, 2001, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Eleventh Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075 on December 31, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 18075-A and 18075-B, respectively.

18075-44

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, 21st Floor, New York, New York 10286.

The railroad equipment covered by the Eleventh Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$108.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Eleventh Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Eleventh Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Eleventh Supplement to Equipment Trust Agreement, a primary document, dated as of March 13, 2001, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering various railroad cars, and (ii) Assignment, a primary document, dated March 13, 2001, between the Company (as Assignor), and the Bank, as Trustee, and covering various railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 13, 2001, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Eleventh Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated March 13, 2001, between The Bank, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement referred to in paragraph A, above.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Fogel", with a long horizontal flourish extending to the right.

Richard A. Fogel

Enclosures

EXHIBIT A

1. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and PCS Nitrogen (formerly Arcadian Fertilizer), covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	18,372 Gal. 111A100W7 Tank Cars	TILX 200125

2. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company, covering the following described railroad cars (Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
11	5,161 cu. ft. Lo Covered Hopper Cars	ADMX 49059-49069

3. Railroad Car Lease Agreement, dated November 9, 1998 between Trinity Industries Leasing Company and Transammonia, Inc., covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	13,818 Gal. 111A100W1 Tank Cars	TILX 135466-135484

BILL OF SALE

(Series 10-11)

THE BANK OF NEW YORK,
AS TRUSTEE
TO

RECORDATION NO.

18075-uu

FILED

TRINITY INDUSTRIES LEASING COMPANY

MAR 19 '01

10-22 AM

SURFACE TRANSPORTATION BOARD

The Bank of New York, as Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of December 30, 1992 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated March 13, 2001, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railroad cars (the "Trust Equipment") covered by the Railroad Car Net Lease Agreement as described on Exhibits A and B hereto, together with all right, title and interest of the Trustee in and to the existing lease or sublease in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Lease").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, the Bank of New York as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 12 day of March, 2001.

THE BANK OF NEW YORK

By: [Signature]
Vice President

Attest:

[Signature]
~~Assistant~~ Vice President

STATE OF NEW YORK

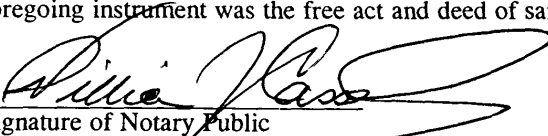
§

COUNTY OF NEW YORK

§

§

On this 13 day of March, 2001, before me personally appeared REMO J. REALE, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Signature of Notary Public

My Commission Expires:

WILLIAM J. GABELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 16, 2002

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
45	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9654-9676 ERCX 9678-9699

Series 10

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

	<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1.	45 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9654-9676 ERCX 9678-9699	04/95